

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

|                                       |   |                       |
|---------------------------------------|---|-----------------------|
| CONN CREDIT I, LP,                    | ) |                       |
|                                       | ) |                       |
| Plaintiff and Counter-Defendant,      | ) |                       |
|                                       | ) |                       |
| v.                                    | ) | Case No. 4:15-cv-3713 |
|                                       | ) |                       |
| SHERMAN ORIGINATOR III LLC,           | ) |                       |
|                                       | ) |                       |
| <u>Defendant and Counterclaimant.</u> | ) |                       |

**DECLARATION OF GREGORY N. HEINEN IN SUPPORT OF DEFENDANT  
SHERMAN ORIGINATOR III'S MOTION FOR SUMMARY JUDGMENT**

GREGORY N. HEINEN hereby declares as follows:

1. I am an adult resident of the state of Wisconsin and I make this declaration based upon my personal knowledge and in support of Defendant and Counterclaimant Sherman Originator III, LLC's Motion for Summary Judgment. I am an attorney at Foley & Lardner LLP, and one of the attorneys representing Defendant and Counterclaimant Sherman Originator III, LLC in this action.

2. Attached as **Exhibit A** is a true and correct copy of pages of the deposition of Clint Walton, taken September 14, 2016.

3. Attached as **Exhibit B** is a true and correct copy of pages of the deposition of Robert Bell, taken September 15, 2016.

4. Attached as **Exhibit C** is a true and correct copy of pages of the deposition of Michael Poppe, taken October 5, 2016.

5. Attached as **Exhibit D** is a true and correct copy of pages of the deposition of Robin Ishmael, as Fed. R. Civ. P. 30(b)(6) corporate representative for Garnet Capital Advisors, LLC, taken July 6, 2016.

6. Attached as **Exhibit E** is a true and correct copy of pages of the deposition of Todd Mounts, taken October 26, 2016.

7. Attached as **Exhibit F** is a true and correct copy of pages of the deposition of Bryan Faliero, taken November 2, 2016.

8. Attached as **Exhibit G** is a true and correct copy of selected pages from a document produced by Conn in response to Sherman's discovery requests and labeled CONNS\_SHE0052558 and 52564.

9. Attached as **Exhibit H** is a true and correct copy of selected pages from a document produced by Conn in response to Sherman's discovery requests and labeled CONNS\_SHE0052547 and 52551.

10. Attached as **Exhibit I** is a true and correct copy of a December 9, 2014 Press Release by Conns, Inc., obtained from Conn's website, [www.conns.com](http://www.conns.com), on November 28, 2016.

11. Attached as **Exhibit J** is a true and correct copy of selected pages from Conn's Inc.'s December 10, 2014 Form 10-Q, for the quarterly period ended October 31, 2014, obtained from Conn's website, [www.conns.com](http://www.conns.com), on November 28, 2016.

12. Attached as **Exhibit K** is a true and correct copy of Exhibit 66 from the deposition of Robert Bell, which is an email produced by Conn in response to Sherman's discovery requests and labeled CONNS\_SHE0011988-11990.

13. Attached as **Exhibit L** is a true and correct copy of Exhibit 63 from the deposition of Robert Bell, which is an email produced by Conn in response to Sherman's discovery requests and labeled CONNS\_SHE0010324-10328.

14. Attached as **Exhibit M** is a true and correct copy of Exhibit 73 from the deposition of Robert Bell, which is an email produced by Garnet in response to Sherman's discovery requests and labeled GARNET-009018-9019.

15. Attached as **Exhibit N** is a true and correct copy of Exhibit 86 from the deposition of Michael Poppe, which is an email produced by Conn in response to Sherman's discovery requests and labeled CONNS\_SHE0000893-895.

16. Attached as **Exhibit O** is a true and correct copy of selected pages from a document produced by Conn in response to Sherman's discovery requests and labeled CONNS\_SHE0051474 and 51628.

17. Attached as **Exhibit P** is a true and correct copy of Exhibit 142 from the November 3, 2016 deposition of Jon Mazzoli, which is an email produced by Sherman in response to Conn's discovery requests and labeled SHERMAN0001073-1075, with attachment produced to Conn in native format.

18. Attached as **Exhibit Q** is a true and correct copy of Exhibit 53 from the deposition of Clint Walton, which is an email produced by Conn in response to Sherman's discovery requests and labeled CONNS\_SHE0000883-885.

19. Attached as **Exhibit R** is a true and correct copy of Exhibit 88 from the deposition of Michael Poppe, which is an email produced by Conn in response to Sherman's discovery requests and labeled CONNS\_SHE0029801-29802.

20. Attached as **Exhibit S** is a true and correct copy of Exhibit 85 from the deposition of Michael Poppe, which is an email produced by Conn in response to Sherman's discovery requests and labeled CONNS\_SHE0026960-26961.

21. Attached as **Exhibits T-1 and T-2** is a true and correct copy of the November 9, 2016 Supplemental Declaration of Bruce L. Blacker, an expert witness retained by Conn in this matter.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE  
AND CORRECT.

Dated: November 30, 2016

/s/ Gregory N. Heinen  
Gregory N. Heinen